

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

RECORDATION NO. 16785-11 FILED 1425

FEB 5 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 16785-0 FILED 1425

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RECORDATION NO. 16785-1 FILED 1425

FEB 5 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease Intended for Security Dated March 5, 1990,
Between Southern Pacific Transportation Company, as Lessee,
and First Interstate Bank of California, as Agent

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49
U.S.C. Section 11303(a) are an original and three counterparts each
of the following documents:

1. Quitclaim Bills of Sale dated --

- (a) October 28, 1992
- (b) November 27, 1992

2. Bills of Sale dated --

- (a) December 10, 1992
- (b) December 10, 1992
- (c) December 22, 1992

The enclosed documents are secondary documents, as defined in the
Commission's Rules for the Recordation of Documents, 49 C.F.R.
Section 1177.

The primary document to which the documents are in connection
with is recorded under Recordation No. 16785.

The names and addresses of the parties to the enclosed
document are as follows:

ROBERT S. BOGASON
DAVID W. LONG
CAROL A. HARRIS
LELANDE BUTLER
GARY A. LAAKSO
STEPHEN A. ROBERTS
JAMES M. EASTMAN
WAYNE M. BOLIO
JOHN D. FEENEY
GENERAL ATTORNEYS

BARBARA A. SPRUNG
ASSISTANT GENERAL ATTORNEY

ROBERT E. PATTERSON
CECELIA C. FUSICH
ATTORNEYS

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INTERSTATE COMMERCE COMMISSION

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Agent: First Interstate Bank of California
345 California Street
San Francisco, California 94104

Lessors: The Institutions Listed on Schedule I hereto

Buyer/Lessee/

Sublessor: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Sublessee: St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A description of the railroad equipment covered by the
Quitclaim Bills of Sale and Bills of Sale is set forth in its
respective Attachment A attached thereto.

A fee of \$80 is enclosed. Please return three counterparts of
each Quitclaim Bill of Sale and Bill of Sale evidencing the
recordation data thereon to the undersigned.

A short summary of the enclosed documents to appear in the
Commission's index is:

Quitclaim Bill of Sale dated October 28, 1992, covering
two 100-ton box cars and 15 100-ton hopper cars, executed
by First Interstate Bank of California, as Agent, under
the Lease Intended as Security dated as of March 5, 1990.

Quitclaim Bill of Sale dated November 25, 1992, covering
one 70-ton box car and one 100-ton hopper car, executed
by First Interstate Bank of California, as Agent, under
the Lease Intended as Security dated as of March 5, 1990.

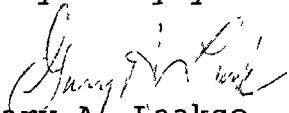
Bill of Sale dated December 10, 1992, covering four
locomotives, executed by First Interstate Bank of
California, as Seller, sells to First Interstate Bank of
California, as Agent, under the Lease Intended as
Security dated as of March 5, 1990.

Bill of Sale dated December 10, 1992, covering nine 70-
ton box cars, executed by First Interstate Bank of
California, as Seller, sells to First Interstate Bank of
California, as Agent, under the Lease Intended as
Security dated as of March 5, 1990.

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Bill of Sale dated December 22, 1992, covering six locomotives, executed by Southern Pacific Transportation Company, as Seller, sells to First Interstate Bank of California, as Agent, under the Lease Intended as Security dated as of March 5, 1990.

Very truly yours,


Gary A. Laakso

Enclosures

CORPORATE ACKNOWLEDGMENT

State of California
County of San Francisco } SS

On this the 27th day of November 1992, before me,

N. M. Ciria-Cruz

the undersigned Notary Public, personally appeared

L. BOXERBAUM

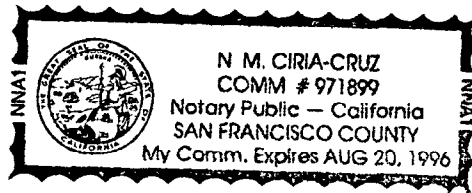
☒ personally known to me

☐ proved to me on the basis of satisfactory evidence

to be the person(s) who executed the within instrument as

ASSISTANT VICE PRESIDENT or on behalf of the corporation therein
named, and acknowledged to me that the corporation executed it

WITNESS my hand and official seal



[Signature]
Notary's Signature

ATTENTION NOTARY: Although the information requested below is **OPTIONAL**, it could prevent fraudulent attachment of this certificate to another document

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT

Title or Type of Document Quit claim Bill of Sale
Number of Pages 1 Date of Document 11-25-92
Signer(s) Other Than Named Above none

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QUITCLAIM BILL OF SALE

INTERSTATE COMMERCE COMMISSION

For valuable consideration, FIRST INTERSTATE BANK OF CALIFORNIA, as Agent (hereinafter called "Agent") does hereby sell to SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called "Buyer") all of Agent's right, title, and interest in and to the personal property described below (the "Equipment").

SP 493416

SP 693718

Said Equipment is sold on an "as-is, where-is" basis, without any covenant or warranty expressed or implied, of any nature whatsoever except, the Agent covenants and warrants that said Equipment is free of all liens and encumbrances created by the Agent. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF Trustee, WHETHER WRITTEN, ORAL OR IMPLIED, AND Trustee SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO MAKE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER. By acceptance of said Equipment transferred hereunder, Buyer agrees to pay all sales and use taxes heretofore assessed or levied against said Equipment.

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, for its and their own use, forever.

IN WITNESS WHEREOF, the Agent has caused this Quitclaim Bill of Sale to be executed on its behalf on this 25th day of November, 1992.

FIRST INTERSTATE BANK OF CALIFORNIA
As Agent under a Lease Intended as
Security dated as of March 5, 1990

By: [Signature]
Title ASSISTANT VICE PRESIDENT

XOA577

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

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92/11/20

BUILDER		UNIT	OWNER	KIND OF EQUIP	ACTUAL COST	OWED	BUILT	RECONDITION
PULLMAN STANDARD CAR MFG. CO. (PS)	SP	493416	1006	100 TON HOPP	21,857.88	3,304.00	6303	7903
PACIFIC CAR & FOUNDRY (PCF)	SP	693718	1006	70 TON BOX	21,973.96	3,964.80	7012	
					21,973.96	7,268.80		